

# HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111  
415/398-4510 FAX 415/398-4816

June 15, 1999

RECORDATION NO. **20154-A** FILED

JUN 21 '99 11-00AM

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

RE: Termination of the Lease of Railroad Equipment and Schedule No. 1 dated as of September 1, 1994 by Helm Financial Corporation ("**Lease Termination**").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Lease Termination.

In connection with the recording of the Lease Termination, please note the following information:

Name and Address of Lessor: Helm Financial Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

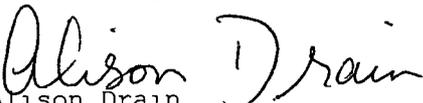
Name and Address of Lessee: Union Pacific Railroad Company (as successor in interest to Southern Pacific Transportation Co.)  
1416 Dodge Street  
Omaha, NE 68179

Equipment: Ninety (90) railcars as more fully described in Exhibit A to the Lease Termination attached hereto.

Previous STB Filing: Lease of Railroad Equipment and Schedule No. 1 **both** filed on June 27, 1996 at 12:40 pm under Recordation No. **20154**.

Please file this Lease Termination as a supplementary document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Yours truly,

  
Alison Drain  
Document Administrator

/ad  
Enclosures (2)

RECORDATION NO. 20154-A FILED

TERMINATION OF LEASE

JUN 21 '99

11-00AM

THIS TERMINATION OF THE LEASE OF RAILROAD EQUIPMENT AND SCHEDULE NO. 1 ("Termination") is dated as of June 11, 1999 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.** Lessor entered into the Lease of Railroad Equipment and Schedule No. 1, both dated as of September 1, 1994 ("Lease and Schedule No. 1") with Union Pacific Railroad Company (as successor in interest to Southern Pacific Transportation Company), a Utah corporation, with respect to the ninety (90) railcars described in Exhibit A attached hereto. The Lease and Schedule No. 1 are on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation No. 20154 filed on June 27, 1996 at 12:40 pm.

The Lease was terminated on April 30, 1998. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease and Schedule No. 1 are hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name as of the date first written above.

HELM FINANCIAL CORPORATION

By: \_\_\_\_\_

Print Name: John F. Dains

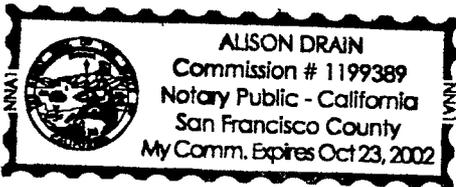
Title: Senior Vice President & CFO

STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO )

On June 11<sup>th</sup>, 1999, before me, Alison Drain  
personally appeared John F. Dains, Senior Vice President and Chief  
Financial Officer of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)  
whose name(s) is/are subscribed to the within instrument and  
acknowledged to me that he/she/they executed the same in his/her/their  
authorized capacity(ies), and that by his/her/their signature(s) on  
the instrument the person(s), or the entity upon behalf of which the  
person(s) acted, executed the instrument.



Witness my hand and official seal.

Alison Drain

SIGNATURE OF THE NOTARY

Exhibit A

To the Termination of the Lease of Railroad Equipment dated June 2, 1999.

Equipment Description:

Fifteen (15), 100-ton, 3420 cubic foot, roller bearing, three pocket, open top hopper railcar.

Unit Numbers:

HLMX 87627, 87661, 87664, 87665, 87677, 87688, 87697, 87708, 87739, 87747, 87750, 87754, 87780, 87785, 87788

Equipment Description:

Seventy-five (75), 100-ton, 3442 & 3502 cubic foot, roller bearing three pocket open top hopper railcars.

Unit Numbers:

HMJX 87007, 87012, 87073, 87074, 87078, 87080, 87091, 87095, 87097, 87099, 87117, 87118, 87119, 87123, 87129, 87133, 87134, 87136, 87144, 87165, 87182, 87191, 87204, 87210, 87216, 87218, 87220, 87223, 87253, 87262, 87268, 87272, 87286, 87295, 87312, 87313, 87314, 87322, 87334, 87352, 87355, 87356, 87364, 87365, 87370, 87385, 87386, 87389, 98390, 87391, 87397, 87401, 87402, 87405, 87407, 87411, 87412, 87415, 87420, 87423, 87425, 87426, 87428, 87429, 87430, 87439, 87444, 87456, 87457, 87460, 87487, 87488, 87491, 87494, 87496